

DAVID H. KRAMER, State Bar No. 168452, dkramer@wsgr.com
MICHAEL H. RUBIN, State Bar No. 214636, mrubin@wsgr.com
WILSON SONSINI GOODRICH & ROSATI
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
Telephone: (650) 493-9300
Facsimile: (650) 565-5100

Attorneys for Non-Party Respondents
Artis Capital Management, L.P., Sequoia
Capital Operations LLC and
TriplePoint Capital LLC

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

VIACOM INTERNATIONAL INC., ET AL.

Plaintiffs,

v.

YOUTUBE, INC., ET AL.

Defendants.

THE FOOTBALL ASSOCIATION PREMIER
LEAGUE LIMITED, ET AL.

Plaintiffs,

v.

YOUTUBE, INC., ET AL.

Defendants.

CASE NO.: 3:08-MC-80129-SI

[Case No. 07-cv-02103 (LLS) in the
U.S. D.C., S.D.N.Y.]

**DECLARATION OF DAVID
LAMOND IN SUPPORT OF
RESPONDENTS' OPPOSITION TO
PLAINTIFFS' JOINT MOTION TO
COMPEL PRODUCTION OF
DOCUMENTS PURSUANT TO
SUBPOENAS TO ARTIS CAPITAL
MANAGEMENT L.P., SEQUOIA
CAPITAL OPERATIONS LLC, AND
TRIPLEPOINT CAPITAL LLC**

[Case No. 07-cv-03532 (LLS) in the
U.S. D.C., S.D.N.Y.]

Date: August 15, 2008

Time: 9:00 a.m.

Courtroom: 10

Judge: Honorable Susan Illston

1 I, David Lamond, hereby declare that:

2 1. I am an Analyst for non-party Artis Capital Management, L.P. ("Artis"). I submit
3 this declaration in support of Respondents' Opposition to Plaintiffs' Joint Motion to Compel
4 Production of Documents Pursuant to Subpoenas to Artis Capital Management L.P., Sequoia
5 Capital Operations LLC, and TriplePoint Capital LLC. I have personal knowledge about the
6 facts described below and if called upon to testify, could competently testify to them.

7 2. Artis is a hedge fund based in San Francisco.

8 3. Artis first considered investing in YouTube on or after approximately January of
9 2006. Artis had no involvement with the company prior to that date.

10 4. Artis participated in YouTube's Series B round of funding. The Series B funding
11 deal closed on March 30, 2006. In consideration for the funding, Artis received shares of stock
12 in YouTube.

13 5. As is typical of Artis' investment style, Artis was a strictly passive investor in
14 YouTube and has never held a seat on YouTube's Board of Directors.


15 6. After Artis' initial investment in YouTube was made, Artis received general
16 updates from YouTube about its operations so that Artis could monitor its investment and report
17 to its investors. Artis exercised no control over, and did not participate in, the strategic planning
18 of YouTube's business model or in the management of the day-to-day operations of the
19 company. The updates Artis received did not extend beyond the financial and business progress
20 updates that Artis (or any other passive investor) would normally receive in the course of its
21 investment. There is no reason to believe YouTube does not have copies of those generalized
22 updates.

23 7. As a YouTube shareholder, Artis was asked to approve the merger agreement
24 between Google and YouTube. Artis did so upon recommendation of YouTube's Board of
25 Directors, at a time concurrent with the approval given by the other investors. Artis was also
26 strictly passive in this matter, not performing any due diligence regarding or analysis of the
27 merger agreement, or playing any role in determining the final terms of the transaction.
28

8. On November 13, 2006, the date the merger closed, the Artis interest in YouTube converted to shares of Google common stock.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on July 18, 2008, at San Francisco, California.



David Lamond